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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20540

## ANNUAL AUDITED REPORT

FORM X-17A-5

## PART III

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Information Required of Brokers and Dealers Pursuant to Section 17 of the  
Securities Exchange Act of 1934 and Rule 17a-5 Thereunder

REPORT FOR THE PERIOD BEGINNING 1/1/07 AND ENDING 12/31/07  
MM/DD/YY MM/DD/YY

## A. REGISTRANT IDENTIFICATION

NAME OF BROKER-DEALER:

Willow Cove Investment Group, Inc.

OFFICIAL USE ONLY

FIRM I.D. NO.

ADDRESS OF PRINCIPAL PLACE OF BUSINESS: (Do not use P.O. Box No.)

5355 Mira Sorrento Place

(No. and Street)

San Diego, California 92121

(City)

(State)

(Zip Code)

NAME AND TELEPHONE NUMBER OF PERSON TO CONTACT IN REGARD TO THIS REPORT

Reyheena Eidarous

(949) 283-5591

(Area Code - Telephone No.)

## B. ACCOUNTANT IDENTIFICATION

INDEPENDENT PUBLIC ACCOUNTANT whose opinion is contained in this Report\*

BOROS &amp; FARRINGTON

(Name - if individual, state last, first, middle name)

11770 Bernardo Plaza Court, Suite 210, San Diego, CA 92128

(Address)

(City)

(State)

(Zip Code)

CHECK ONE:

- ☒ Certified Public Accountant  
☐ Public Accountant  
☐ Accountant not resident in United States or any of its possessions.

PROCESSED

MAR 24 2008

THOMSON  
FINANCIAL

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\* Claims for exemption from the requirement that the annual report be covered by the opinion of an independent public accountant must be supported by a statement of facts and circumstances relied on as the basis for the exemption. See section 240.17a-5(e)(2).

AB  
3/24

## OATH OR AFFIRMATION

I, Mike Losse, swear (or affirm) that, to the best of my knowledge and belief the accompanying financial statement and supporting schedules pertaining to the firm of Willow Cove Investment Group, Inc., as of December 31, 2007, are true and correct. I further swear (or affirm) that neither the company nor any partner, proprietor, principal officer or director has any proprietary interest in any account classified solely as that of a customer, except as follows:

None

State of California, County of San Diego  
Subscribed and sworn to (or affirm) before me  
on this 27<sup>th</sup> day of February, 2008,  
by, Michael W Losse  
proved to me on the basis of satisfactory evidence  
to be the person(s) who appeared before me.

Maureen E O'Connor  
Notary Public



Michael W Losse  
Signature

President  
Title

This report \*\* contains (check all applicable boxes):

- ☒ (a) Facing page.
- ☒ (b) Statement of Financial Condition.
- ☒ (c) Statement of Income (Loss).
- ☒ (d) Statement of Cash Flows.
- ☒ (e) Statement of Changes in Stockholders' Equity or Partners' or Sole Proprietor's Capital.
- ☒ (f) Statement of Changes in Liabilities Subordinated to Claims of Creditors.
- ☒ (g) Computation of Net Capital.
- ☐ (h) Computation of Determination of Reserve Requirements Pursuant to Rule 15c3-3.
- ☐ (i) Information Relating to the Possession or Control Requirements Under Rule 15c3-3.
- ☐ (j) A Reconciliation, including appropriate explanation, of the Computation of Net Capital Under Rule 15c3-1 and the Computation for Determination of the Reserve Requirements Under Exhibit A of Rule 15c3-3.
- ☐ (k) A Reconciliation between the audited and unaudited Statements of Financial Condition with respect to methods of consolidation.
- ☒ (l) An Oath or Affirmation.
- ☐ (m) A copy of the SIPC Supplemental Report.
- ☒ (n) A report describing any material inadequacies found to exist or found to have existed since the date of the previous audit.

\*\* For conditions of confidential treatment of certain portions of this filing, see section 240.17a-5(e)(3).

**WILLOW COVE INVESTMENT GROUP, INC.**

**Financial Statements**

**And**

**Independent Auditor's Report**

**Year Ended December 31, 2007**

# **WILLOW COVE INVESTMENT GROUP, INC.**

(a wholly owned subsidiary of LM Squared Investments, LLC)

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# Boros & Farrington

CERTIFIED PUBLIC ACCOUNTANTS  
A Professional Corporation

11770 Bernardo Plaza Court, Suite 210  
San Diego, CA 92128-2424  
(858) 487-8518 Fax (858) 487-6794

## INDEPENDENT AUDITOR'S REPORT

Board of Directors  
Willow Cove Investment Group, Inc.

We have audited the accompanying statement of financial condition of Willow Cove Investment Group, Inc. (a wholly owned subsidiary of LM Squared Investments, LLC) as of December 31, 2007, and the related statements of operations, changes in stockholder's equity, and cash flows for the year then ended. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Willow Cove Investment Group, Inc. at December 31, 2007, and the results of its operations and its cash flows for the year then ended in conformity with accounting principles generally accepted in the United States of America.

Our audit was conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The information contained in the Supplemental Schedule, Computation of Net Capital, is presented for purposes of additional analysis and is not a required part of the basic financial statements, but is supplementary information required by Rule 17a-5 of the Securities Exchange Commission. Such information has been subjected to the auditing procedures applied in the audit of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

*Boros & Farrington APC*

February 18, 2008  
San Diego, California

# **WILLOW COVE INVESTMENT GROUP, INC.**

(a wholly owned subsidiary of LM Squared Investments, LLC)

## **Statement of Financial Condition**

**December 31, 2007**

### **ASSETS**

Cash	\$ 113
Deposit with clearing organization	14,370
Securities owned	9,873
Prepaid expenses and other assets	8,694
Goodwill	58,976
Furniture and equipment, less accumulated depreciation of \$3,916	<u>5,076</u>
	<u>\$ 97,102</u>

### **LIABILITIES AND STOCKHOLDER'S EQUITY**

Liabilities	
Accounts payable and accrued liabilities	<u>\$ 9,225</u>
Stockholder's equity	
Common stock, 25,000 shares authorized	100
Additional paid-in capital	386,935
Accumulated deficit	<u>(299,158)</u>
Total stockholder's equity	<u>87,877</u>
	<u>\$ 97,102</u>

*See notes to financial statements.*

# WILLOW COVE INVESTMENT GROUP, INC.

(a wholly owned subsidiary of LM Squared Investments, LLC)

## Statement of Operations Year Ended December 31, 2007

### Revenues

Commission income	\$ 5,878
Consulting income	11,732
Other income	<u>39,137</u>
	<u>56,747</u>

### Expenses

Rent	36,350
Outside services	19,199
Commissions and clearing charges	15,793
Investment losses	9,791
Regulatory expenses	6,755
Office supplies and printing	6,327
Telephone and postage	6,239
Compensation and employee benefits	4,466
Depreciation	1,798
Other	<u>1,613</u>
	<u>108,331</u>

Net loss	<u>\$ (51,584)</u>
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*See notes to financial statements.*

# WILLOW COVE INVESTMENT GROUP, INC.

(a wholly owned subsidiary of LM Squared Investments, LLC)

## Statement of Changes in Stockholder's Equity Year Ended December 31, 2007

	<i>Common Stock Shares</i>	<i>Common Stock Amount</i>	<i>Additional Paid-in Capital</i>	<i>Accumulated Deficit</i>
Balance, beginning of year	1,000	\$100	\$350,035	\$(247,574)
Capital contributions	-	-	36,900	-
Net loss	<u>-</u>	<u>-</u>	<u>-</u>	<u>\$(51,584)</u>
Balance, end of year	<u>1,000</u>	<u>\$100</u>	<u>\$386,935</u>	<u>\$(299,158)</u>

## Statement of Liabilities Subordinated to Claims of General Creditors

Year Ended December 31, 2007

Balance, beginning of year	\$ -
Increases	-
Decreases	<u>-</u>
Balance, end of year	<u>\$ -</u>

*See notes to financial statements.*



# WILLOW COVE INVESTMENT GROUP, INC.

(a wholly owned subsidiary of LM Squared Investments, LLC)

## Statement of Cash Flows Year Ended December 31, 2007

Cash flows from operating activities	
Net loss	\$(51,584)
Adjustments to reconcile net loss to net cash from operating activities	
Depreciation	1,798
Investment losses	9,791
Changes in operating assets and liabilities	
Deposit with clearing organization	(651)
Prepaid expenses and other assets	3,092
Accounts payable and accrued liabilities	<u>771</u>
Net cash from operating activities	<u>(36,783)</u>
Cash flows from investing activities	
Proceeds from sale of assets	600
Securities owned	<u>(3,022)</u>
Net cash from investing activities	<u>(2,422)</u>
Cash flows from financing activities	
Capital contributions	<u>36,900</u>
Net decrease in cash	(2,305)
Cash, beginning of year	<u>2,418</u>
Cash, end of year	<u>\$ 113</u>
Supplemental disclosure of cash flow information:	
Interest paid	<u>\$ -</u>
Income taxes paid	<u>\$ -</u>

*See notes to financial statements.*

# WILLOW COVE INVESTMENT GROUP, INC.

(a wholly owned subsidiary of LM Squared Investments, LLC)

## Notes to Financial Statements

### 1. THE COMPANY AND ITS SIGNIFICANT ACCOUNTING POLICIES

**The Company.** Willow Cove Investment Group, Inc. (the "Company") is a registered broker-dealer licensed by the Securities and Exchange Commission ("SEC") and is a member of the Financial Industry Regulatory Authority and the Securities Investor Protection Corporation. The Company is engaged in the following business activities: (1) retailing corporate equity securities over-the-counter, (2) retailing corporate debt securities, (3) underwriter or seller group participant (corporate securities other than mutual funds) on best effort basis only, (4) mutual fund retailer via subscription applications, and (5) private placement of securities. All securities transactions for the accounts of its customers are cleared through another broker-dealer on a fully disclosed basis.

**Accounting Estimates.** The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results may differ from those estimates.

**Revenue Recognition.** Security transactions and the related commission revenue are recorded on a trade date basis.

**Securities Owned.** Securities owned are bought and held principally for the purpose of selling them in the near term and, accordingly, are classified as trading securities. Trading securities are carried at fair value based on quoted market prices, with the change in fair value during the period included in earnings.

**Furniture and Equipment.** Furniture and equipment is stated at cost. Additions, renovations, and improvements are capitalized. Maintenance and repairs which do not extend asset lives are expensed as incurred. Depreciation is provided on the straight-line method over the estimated useful lives of the assets (generally 5-7 years).

**Goodwill.** Goodwill represents the excess purchase price paid by the Parent for 100% of the Company over the fair value of the tangible and intangible assets and liabilities of the Company at August 6, 2001, the date of acquisition. Goodwill is not being amortized, but instead will be subject to an annual assessment of impairment by applying a fair-value test. The Company evaluates the carrying value of goodwill each fiscal year. As part of the evaluation, the Company compares the carrying value of goodwill with its fair value to determine whether there has been impairment. As of December 31, 2007, the Company does not believe any impairment of goodwill has occurred.

**Income Taxes.** The Company uses the liability method of accounting for income taxes whereby deferred tax asset and liability account balances are calculated at the balance sheet date using the current tax laws and rates in effect.

**Fair Value of Financial Instruments.** The carrying values reflected in the statement of financial condition at December 31, 2007 reasonably approximate the fair values for financial instruments. In making such assessment, the Company has utilized discounted cash flow analyses, estimates, and quoted market prices as appropriate. No allowance for potential credit losses was considered necessary at December 31, 2007.

### 2. COMMITMENTS AND CONTINGENCIES

**Office Lease.** The Company leases office space under a non-cancelable operating lease. Under this lease, the Company pays taxes, insurance, and maintenance expenses. Rent expense was

# WILLOW COVE INVESTMENT GROUP, INC.

(a wholly owned subsidiary of LM Squared Investments, LLC)

## Notes to Financial Statements

\$36,350 during 2007. Future minimum lease commitments under the non-cancelable operating lease are as follows:

Year ending December 31:

2008	\$41,567
2009	43,197
2010	<u>11,128</u>
	<u>\$95,892</u>

**Settlement of Securities Transactions.** As discussed in Note 1, the Company does not hold customer segregated cash or securities balances. Transactions are processed by a clearing firm on a fully disclosed basis. In conjunction with this arrangement, the Company is contingently liable for any unsecured debit balances in the customer accounts introduced by the Company. These customer activities may expose the Company to off-balance-sheet credit risk in the event the introduced customer is unable to fulfill its contracted obligations. The Company seeks to control such credit risk by monitoring its exposure to the risk of loss daily, on an account-by-account basis. At December 31, 2007, the Company was not responsible for any unsecured debits and did not have any open positions in its trading accounts.

### 3. NET CAPITAL REQUIREMENTS

Under Rule 15c3-1 of the Securities Exchange Act of 1934, the Company is required to maintain a minimum net capital (as defined) and a ratio of aggregate indebtedness to net capital (as defined) not exceeding 15 to 1.

The Company's ratio at December 31, 2007 was 0.69 to 1. The basic concept of the Rule is liquidity, its object being to require a broker-dealer in securities to have at all times sufficient liquid assets to cover its current indebtedness. At December 31, 2007, the Company had net capital of \$13,329 was \$8,329 in excess of the amount required by the SEC.

### 4. COMPUTATION FOR DETERMINATION OF RESERVE REQUIREMENTS AND INFORMATION RELATING TO THE POSSESSION AND CONTROL REQUIREMENTS UNDER RULE 15c3-3

The Company relies on Section K(2)(ii) of the Securities Exchange Rule 15c3-3 to exempt them from the provisions of these rules.

\*\*\*\*\*

**WILLOW COVE INVESTMENT GROUP, INC.**

(a wholly owned subsidiary of LM Squared Investments, LLC)

**Supplemental Schedule  
Computation of Net Capital  
Pursuant to Rule 15c3-1****December 31, 2007**

	<i>Audited Financial Statements</i>	<i>FOCUS X-17A-5 Part IIA</i>	<i>Differences</i>
Total stockholder's equity	\$ 87,877	\$ 88,922	\$(1,045)
Less non-allowable assets			
Prepaid expenses and other assets	(8,694)	(10,019)	1,325
Goodwill	(58,976)	(58,976)	-
Furniture and equipment	<u>(5,076)</u>	<u>(4,796)</u>	<u>(280)</u>
	15,131	15,131	-
Less charges on security positions			
Securities owned	(1,802)	(3,177)	1,375
Undue concentration	<u>-</u>	<u>(1,273)</u>	<u>1,273</u>
Net capital	<u>\$ 13,329</u>	<u>\$ 10,681</u>	<u>\$ 2,648</u>
Total aggregate indebtedness	<u>\$ 9,255</u>	<u>\$ 9,255</u>	<u>\$ -</u>
Ratio of aggregate indebtedness to net capital	<u>0.69</u>	<u>0.86</u>	
Minimum net capital required	<u>\$ 5,000</u>	<u>\$ 5,000</u>	

*Note: The differences between the net capital reported above and the net capital reported on form FOCUS X-17A-5 Part IIA as of December 31, 2007 result primarily from audit adjustments to furniture and equipment, prepaid expenses, and charges on security positions.*

**INDEPENDENT AUDITOR'S SUPPLEMENTARY  
REPORT ON INTERNAL CONTROL STRUCTURE**

Board of Directors  
Willow Cove Investment Group, Inc.:

In planning and performing our audit of the financial statements and supplementary schedules of Willow Cove Investment Group, Inc. ("the Company") (a wholly owned subsidiary of LM Squared Investments, LLC) for the year ended December 31, 2007, we considered its internal control, including control activities for safeguarding securities, in order to determine our auditing procedures for the purpose of expressing our opinion on the financial statements and not to provide assurance on internal control. Also, as required by rule 17a-5(g)(1) of the Securities and Exchange Commission (SEC), we have made a study of the practices and procedures followed by the Company including tests of such practices and procedures that we considered relevant to the objectives stated in rule 17a-5(g) in making the periodic computations of aggregate indebtedness and net capital under rule 17a-3(a)(11) and for determining compliance with the exemptive provisions of rule 15c3-3. Because the Company does not carry securities accounts for customers or perform custodial functions relating to customer securities, we did not review the practices and procedures followed by the Company in any of the following:

1. Making quarterly securities examinations, counts, verifications, and comparisons.
2. Recordation of differences required by rule 17a-13.
3. Complying with the requirements for prompt payment for securities under Section 8 of Federal Reserve Regulation T of the Board of Governors of the Federal Reserve System.

The management of the Company is responsible for establishing and maintaining internal control and the practices and procedures referred to in the preceding paragraph. In fulfilling this responsibility, estimates and judgments by management are required to assess the expected benefits and related costs of controls and of the practices and procedures referred to in the preceding paragraph and to assess whether those practices and procedures can be expected to achieve the SEC's above-mentioned objectives. Two of the objectives of internal control and the practices and procedures are to provide management with reasonable but not absolute assurance that assets for which the Company has responsibility are safeguarded against loss from unauthorized use or disposition and that transactions are executed in accordance with management's authorization and recorded properly to permit the preparation of financial

statements in conformity with generally accepted accounting principles. Rule 17a-5(g) lists additional objectives of the practices and procedures listed in the preceding paragraph.

Because of inherent limitations in internal control or the practices and procedures referred to above, errors or fraud may occur and not be detected. Also, projection of any evaluation of them to future periods is subject to the risk that they may become inadequate because of changes in conditions or that the effectiveness of their design and operation may deteriorate.

Our consideration of internal control would not necessarily disclose all matters in internal control that might be material weaknesses under standards established by the American Institute of Certified Public Accountants. A material weakness is a condition in which the design or operation of the specific internal control components does not reduce to a relatively low level the risk that errors or fraud in amounts that would be material in relation to the financial statements being audited may occur and not be detected within a timely period by employees in the normal course of performing their assigned functions. We noted no matters involving the control environment and accounting system and their operation that we consider to be a material weakness as defined above.

We understand that the practices and procedures that accomplish the objectives referred to in the second paragraph of this report are considered by the Commission to be adequate for its purposes in accordance with the Securities Exchange Act of 1934 and related regulations, and that practices and procedures that do not accomplish such objectives in all material respects indicate a material inadequacy for such purposes. Based on this understanding and on our study, we believe that the Company's practices and procedures were adequate at December 31, 2007, to meet the SEC's objectives.

This report is intended solely for the use of management, the Securities and Exchange Commission, the Financial Industry Regulatory Authority, and other regulatory agencies which rely on rule 17a-5(g) under the Securities Exchange Act of 1934 and should not be used by anyone other than these specified parties.

*Beres & Farnington APC*

February 18, 2008  
San Diego, California

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